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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re:	:	
	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 [RDD]
	:	
Debtors.	:	Jointly Administered
	:	
-----X	:	

**JOINT STIPULATION AND AGREED ORDER COMPROMISING  
AND ALLOWING PROOF OF CLAIM NUMBER 15239  
(ENERGY CONVERSION SYSTEMS COMPANY)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (the "Debtors") and Energy Conversion Systems Company (the "Claimant") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 15239 (the "Stipulation") and agree and state as follows:

**WHEREAS**, on October 8, 2005 (the "Petition Date"), the Debtors filed

voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

**WHEREAS**, on July 31, 2006, Claimant filed proof of claim number 15239 ("Proof Of Claim No. 15239") against DAS LLC. Proof Of Claim No. 15239 asserts (i) an unsecured non-priority claim in the amount of \$126,007.23; and (ii) an unsecured priority claim in the amount of \$13,500, aggregating a total of \$139,507.23 (the "Claim"); and

**WHEREAS**, on April 27, 2007, the Debtors objected to Proof of Claim No. 15239 pursuant to the Debtors' Thirteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Protective Insurance Claims, (D) Insurance Claims Not Reflected On Debtors' Books And Records, (E) Untimely Claims And Untimely Tax Claims, And (F) Claims Subject To Modification, Tax Claims Subject To Modification, And Claims Subject To Modification And Reclamation Agreement (Docket No. 7825) (the "Thirteenth Omnibus Claims Objection"); and

**WHEREAS**, the Thirteenth Omnibus Claims Objection seeks to reduce Proof of Claim No. 15239 to a total claim of \$58,655.00 comprised as a general unsecured claim against DAS LLC; and

**WHEREAS**, on March 19, 2008, to resolve the Thirteenth Omnibus Claims Objection with respect to the Claim, DAS LLC and Claimant entered into a settlement

agreement (the "Settlement Agreement"); and

**WHEREAS**, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$85,500 as a general unsecured non-priority claim in favor of Claimant; and

**WHEREAS**, DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

**NOW, THEREFORE**, in consideration of the foregoing, the Debtors and Claimant stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$85,500 and shall be treated as an allowed general unsecured non-priority claim against DAS LLC in favor of Claimant.
2. The Thirteenth Omnibus Claims Objection is hereby deemed withdrawn with prejudice.
3. The Settlement Agreement does not impact, alter or affect any other proofs of claim that Claimant has filed or owns against the Debtors and relates solely to those matters arising out of or related to the Claims.
4. The Clerk of the Court and/or the Debtors' claims agent are authorized to reflect the foregoing on the official claims register maintained in the

Debtors' cases.

5. Without further order of the Court, DAS LLC is authorized to offset or reduce the Claim for purposes of distribution to holders of allowed claims entitled to receive distributions under any plan of reorganization of the Debtors by the amount of any cure payments made on account of the assumption, pursuant to section 365 of the Bankruptcy Code, of an executory contract or unexpired lease to which Claimant is a party.

Dated: New York, New York  
April 15, 2008

DELPHI CORPORATION, et al.,  
Debtors and Debtors-in-Possession,  
By their Bankruptcy Conflicts Counsel,  
TOGUT, SEGAL & SEGAL LLP,  
By:

/s/ Neil Berger

NEIL BERGER (NB-3599)  
A Member of the Firm  
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Dated: New York, New York  
March 19, 2008

ENERGY CONVERSION COMPANY, INC.  
By its Counsel,  
MCCARTER & ENGLISH LLP  
By:

/s/ G. Amanda Mallan

G. AMANDA MALLAN  
245 Park Avenue, 27th floor  
New York, NY 10167-0001  
(212) 609-6818

**SO ORDERED**

This 8th day of May, 2008  
in New York, New York

/s/Robert D. Drain  
HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE